

RECORDATION NO. 16734-C FILED

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SURFACE TRANSPORTATION BOARD

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August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: PRR - L592

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 16734.

The names and addresses of the parties to the enclosed document are:

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	PRR Newco, Inc. 110 Franklin Road, S.E. Roanoke, VA 24042
Guarantor:	Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, VA 24042
[Senior Lessor/ Assignee:	C.K. Industries]

Mr. Vernon A. Williams
August 17, 2004
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A description of the railroad equipment covered by the enclosed document is:

101 gondolas bearing CR and NYC reporting marks and road numbers set forth on Schedule B to the Memorandum.

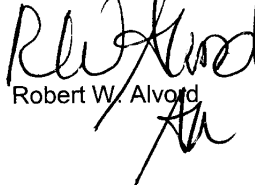
A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF SUBLEASE AND ASSIGNMENT PRR-L592, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

PRR NEWCO, INC. (the "**Company**")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

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and

SURFACE TRANSPORTATION BOARD

NORFOLK SOUTHERN RAILWAY COMPANY (the "**Railroad**")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreement was recorded with the Surface Transportation Board and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

1. The Sublease of Railroad Equipment PRR-L592 between Conrail, sublessor, and the Company, sublessee.
2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement PRR-L592 by the Railroad in favor of Conrail.
3. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease PRR-L592 by Conrail in favor of the Senior Lessor.
4. The assignment by the Railroad, assignor, of its subleasehold interest under the sublease named in item 1 to CSX Transportation, Inc., assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused
this memorandum to be duly executed by their respective officers
thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by

PRR NEWCO, INC

by

NORFOLK SOUTHERN RAILWAY COMPANY

by

SCHEDULE A
SENIOR TRANSACTION L592

Senior Lease:

Railroad Equipment Lease dated as of December 20, 1989, and supplements thereto, as amended, between Chrysler Rail Transportation Corporation (succeeded by C.K. Industries) and Consolidated Rail Corporation.

Recorded with the Surface Transportation Board on January 19, 1990, and assigned recordation number 16732.

Railroad Equipment Lease dated as of December 20, 1989, and supplements thereto, as amended, between MDFC Equipment Leasing Corporation (succeeded by C.K. Industries) and Consolidated Rail Corporation.

Recorded with the Surface Transportation Board on January 19, 1990, and assigned recordation number 16733.

Railroad Equipment Lease dated as of December 20, 1989, and supplements thereto, as amended, between MDFC Equipment Leasing Corporation (succeeded by C.K. Industries) and Consolidated Rail Corporation.

Recorded with the Surface Transportation Board on January 19, 1990, and assigned recordation number 16734.

Senior Lessor:

C.K. Industries

Schedule "B" Equipment

Lease L592AC (PRR)

Count	CarInt	CarNum
100 TON GONDOLAS		
1	CR	584802
2	CR	584803
3	CR	584810
4	CR	584812
5	CR	584815
6	CR	584816
7	CR	584819
8	CR	584821
9	CR	584822
10	CR	584824
11	CR	584826
12	CR	584827
13	CR	584830
14	CR	584831
15	CR	584833
16	CR	584834
17	CR	584836
18	CR	584837
19	CR	584838
20	CR	584839
21	CR	584840
22	CR	584841
23	CR	584842
24	CR	584843
25	CR	584844
26	CR	584846
27	CR	584847
28	CR	584850
29	CR	584852
30	CR	584854
31	CR	584855
32	CR	584858
33	CR	584859

Schedule "B" Equipment

Lease L592BC (PRR)

100 TON GONDOLAS

1	CR	584861
2	CR	584863
3	CR	584864
4	CR	584867
5	CR	584868
6	CR	584870

7	CR	584876
8	CR	584881
9	CR	584882
10	CR	584883
11	CR	584885
12	NYC	584886
13	CR	584889
14	CR	584891
15	CR	584892
16	CR	584893
17	CR	584897
18	CR	584900
19	CR	584906
20	CR	584908
21	CR	584909
22	CR	584911
23	CR	584912
24	CR	584913
25	CR	584914
26	CR	584915
27	CR	584917
28	CR	584924
29	CR	584925
30	CR	584926
31	CR	584927
32	CR	584928
33	CR	584930
34	CR	584931
35	CR	584932
36	CR	584933
37	CR	584935
38	CR	584936
39	CR	584937
40	CR	584938
41	CR	584939
42	CR	584941
43	CR	584942
44	CR	584945
45	CR	584946
46	CR	584947
47	CR	584949
48	CR	584951
49	CR	584952
50	CR	584955
51	CR	584956
52	CR	584958
53	CR	584960
54	CR	584961
55	CR	584962

56	CR	584963
57	CR	584964
58	CR	584965
59	CR	584966
60	CR	584969
61	CR	584971
62	CR	584972
63	CR	584973
64	CR	584974
65	NYC	584975
66	CR	584976
67	CR	584978
68	CR	608708